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SEC 1972 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid (6/99)OMB control number.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMESSION Washington, D.C. 20549 JUL 2 2 2002

OMB APPROVAL OMB Number: 3235-0076

Expires: May 31, 2002

Estimated average burden hours per response... 1

**PROCESSED** 

Form D

JUL 2 3 2002

THOMSON D FINANCIAL

FORM D

RECEIVED

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC	USE ONLY					
Prefix Serial						
DAT	E RECEIVED					

	······································
Name of Offering (check if this is an amendment and name has changed, and indicate	change.)
HBN Shoe, LLC Membership Interests	
Filing Under (Check box(es) that apply): [ ] Rule 504 [ ] Rule 505 [ X] Rule 506 [ ] Section [ ] Rule 504 [ ] Rule 505 [ X] Rule 506 [ ] Section [ ] Rule 504 [ X] Rule 505 [ X] Rule 506 [ ] Section [	tion 4(6) [ ] ULOE
Type of Filing: [ x] New Filing [ ] Amendment	
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indiciate cl	nange.)
HBN Shoe, LLC	
Address of Executive Offices (Number and Street, City, State, Zip Code) (Including Area Code)	Telephone Number
175 Canal Street, Manchester, NH 03101	603-622-0272
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (Including Area Code) (if different from Executive Offices)	Telephone Number

Brief Description of Business The company licenses and private labels its patented technology to manufacturers and retailers of high-heeled dress and casual http://www.sec.gov/divisions/corpfin/forms/formd.htm women's footwear.

Type of Business Organizati	on (*)	
[ ] corporation	[ ] limited partnership, already fo	ormed [X] other (please specify):
[ ] business trust	[ ] limited partnership, to be form	<b>-</b>
	Month	Year
Actual or Estimated Date of	Incorporation or Organization: [0]4]	[9]7] [x] Actual [ ] Estimated
Jurisdiction of Incorporation	or Organization: (Enter two-letter U.S. I CN for Canada; FN for ot	

### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

### A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;

http://www.sec.gov/divisions/corpfin/forms/formd.htm

- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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Check Box(es) that Apply:	[ ] Promoter [x] Beneficial Owner	[ ] Executive Officer	[ ] Director [x] General and/or Managing
Soloway,	Norman P.		Partner
Full Name (Last nam	e first, if individual)		
175 Cana1	L Street, Manchester	, NH 03101	
Business or Residence	ce Address (Number and Street,	City, State, Zip Coo	de)
Apply:	[ ] Promoter [X] Beneficial Owner	[ ] Executive Officer	[ ] Director [X] General and/or Managing Partner
Dananberg		And the second s	
Full Name (Last nam	•		
	e Street, Manchester		
Business or Residence	ce Address (Number and Street,	City, State, Zip Coo	de)
color_			
Apply:	[ ] Promoter [X] Beneficial Owner	[ ] Executive Officer	[ ] Director [X] General and/or Managing Partner
Hughes, 1			rainci
Full Name (Last nam	•		
/00 Alta	Ave., San Antonio,	TX 78209	
Business or Residence	ce Address (Number and Street,	City, State, Zip Coo	ie)
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Full Name (Last nam	•		
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Business or Resident	ce Address (Number and Street,	City, State, Zip Coo	de)
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Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security Sold
Rule 505	LLC Mem. Ints 795,425
Regulation A	\$\$
Rule 504	\$
Total	<b>\$</b>

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[]\$
Printing and Engraving Costs	[ ]\$
Legal Fees	k]\$5,000
Accounting Fees	[]\$
Engineering Fees	[ ]\$
Sales Commissions (specify finders' fees separately)	[ ]\$
Other Expenses (identify)	[ ]\$
Total	[x]\$5,000

b. Enter the difference between the aggregate offering price given in response to Part C
 Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$1,495,500

Payments to

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

Officers. **Payments** Directors, & To Affiliates Others Salaries and fees ..... \$155,000 \$360,000 Purchase of real estate ..... \$ \$ Purchase, rental or leasing and installation of machinery [x] \$ 0 50,000 and equipment ..... Construction or leasing of plant buildings and facilities...... ,000 \$ 0 Acquisition of other businesses (including the value of securities involved in this offering that may be used in 

exchange for the assets or securities of a pursuant to a merger)		\$	\$
		[]	[]
Repayment of indebtedness	······i··	\$	\$ <u></u>
Working capital		[] \$	0
Other (specify): Marketing		[] \$	o 划 \$ <u>500,000</u>
		[] \$	[] \$
Column Totals		划 \$ <u>167</u>	<b>,</b> 000 <b>\$</b> 1,328,000
Total Payments Listed (column totals add	led)	[X]	\$ <u>1,495,1</u> 00
The issuer has duly caused this notice to be signified under Rule 505, the following signature of Securities and Exchange Commission, upon w to any non-accredited investor pursuant to para	onstitutes an undertaking by ritten request of its staff, the	the issuer to fu	ımish to the U.S.
Issuer (Print or Type)	Signature		Date
HBN Shoe, LLC		_	5/2/02
Name of Signer (Print or Type)	Title of Signer (Pri	nt or Type)	
HOWARD DANKER SENT,	MANAGING	Menbar	
<b>,</b>			

	ATTENTION
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Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE	
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes No

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
HBN Shoe, LLC		
Name of Signer (Print or Type)	Title (Print or Type)	

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX										
1	Intend to sell to non-accredited investors in State (Part B-Item 1)		, , ,	Type of investor and amount purchased in State				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors		Number of Non-Accredited Investors	Amount	Yes	No	
AL										
AZ		X	Membership	2	55,050	<b>D</b>				
AR CA			Int.\$100,0	00						
CO										
CT										
DE										
FL										
GA										
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IA								L
KS								
KY								
LA								
ME								
MD	X	Members	ship	1	50,05	0		
MA		Int. \$2	250,0	000				
MI			F Y					
MN								
MS								
МО								
MT								
NE								
NV								
NH	X	Member	ship	1	25,02	5		
NJ		Member:	250,	000				
NM								
NY	X	Members	hip	3	165,1	50		
NC	X	Int. \$2	50,0	00 1	50,05	þ		
ND								
ОН								
OK								
OR								
PA								
RI								
SC								
SD								
TN								
TX	Χ	Members	ship	2	451,0	00		
UT		Int. \$2		00				
VT								
VA								
WA								•
WV						•		
WI								
WY								
PR								

http://www.sec.gov/divisions/corpfin/forms/d.htm Last update: 08/27/1999